
**Magnitogorsk Iron & Steel Works
Open Joint Stock Company**

EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

Location of the Company: 455000, Ul. Kirova, 93, Chelyabinsk region, Magnitogorsk.

Format of the extraordinary general shareholders' meeting: absentee voting.

Deadline for acceptance of voting ballots (ballot submission date): August 30, 2007.

Postal address to which completed ballots must be sent: ZAO Status Registration Company, Magnitogorsk branch, 455049, Ul. Zavenyagina, 9, Magnitogorsk.

Shareholder: *Name (designation) of the shareholder from the database*

Registration No.:

TOTAL NUMBER OF VOTES: _____

VOTING BALLOT #1

on item #1 of the agenda **“Payment of Dividends on OJSC MMK’s Placed Ordinary Registered Shares Based on the Company’s Operational Results for the First Half of the 2007 Financial Year”**:

It has been resolved:

To pay dividends on the placed ordinary registered shares of the Company based on the Company’s operational results for the first half of the 2007 financial year in the amount of RUR _____ (inclusive of tax) per share, as recommended by the Board of Directors of the OJSC MMK, with the payment to be made within the time frame and according to the procedure established by the Company's Charter.

Voting options	FOR	AGAINST	ABSTAINED
Number of votes given			
Notes			

on item #2 of the agenda **“Reorganization of OJSC MMK by a Merger of ZAO MMK-KAPITAL into OJSC MMK”**:

It has been resolved:

1. To reorganize Open Joint Stock Company Magnitogorsk Iron and Steel Works (hereinafter, OJSC MMK), Ul.Kirova 93, Magnitogorsk, 455000, Chelyabinsk Region, Russia (primary state registration number #1027402166835) by merging with Closed Joint Stock Company MMK-KAPITAL (hereinafter, CJSC MMK-KAPITAL), Ul. Zavenyagina 9, Magnitogorsk, 455049, Chelyabinsk Region, Russia (primary state registration number #1077445002084), in which MMK OJSC owns 100% of shares, with the transfer of all the rights and obligations of CJSC MMK-KAPITAL to MMK OJSC and termination of the activities of CJSC MMK-KAPITAL as such.

2. To designate OJSC MMK as the transferee and successor of CJSC MMK-KAPITAL with respect to all the rights and obligations of the latter.

3. As OJSC MMK owns 100% of placed shares in CJSC MMK-KAPITAL, it shall be determined that:

- Registered ordinary shares of CJSC MMK-KAPITAL owned by MMK OJSC shall not be converted into shares of OAO MMK;
- All registered ordinary shares of ZAO RFZ owned by MMK OJSC and not subject to conversion, shall be cancelled at the moment of making an entry in the Uniform State Register of Legal Entities regarding the termination of activities of the merged CJSC MMK-KAPITAL;
- All OJSC MMK’s shares held by CJSC MMK-KAPITAL must be paid off upon the Company’s reorganization by a merger of CJSC MMK-KAPITAL into OJSC MMK, in accordance with the Merger Agreement, with OJSC MMK’s authorized

capital decreasing by the par value of the shares paid-off as a result of the above merger.

4. To approve the Merger Agreement between OJSC MMK and CJSC MMK-KAPITAL.
 5. Following the approval of the Report on the Results of Shares Cancellation by the Board of Directors of OJSC MMK, to amend OJSC MMK’s Charter as follows:

- Paragraph 4.1 of Article 4 of the Company’s Charter shall be revised to read as follows: “4.1 The Company’s authorized capital totals RUR 11,174,330,000 (eleven billion one hundred and seventy four million three hundred and thirty thousand roubles).”
- Paragraph 4.2 of Article 4 of the Company’s Charter shall be revised to read as follows: “4.2 The Company’s authorized capital is comprised of the par value of 11,174,330,000 (eleven billion one hundred and seventy four million three hundred and thirty thousand) ordinary registered shares, with a par value of 1 (one) rouble each”.
- Subparagraph 1 of Paragraph 4.3 of Article 4 of the Company’s Charter shall be revised to read as follows:
 “The number of the Company's placed shares is 11,174,330,000 (eleven billion one hundred and seventy four million three hundred and thirty thousand) ordinary registered shares.”

6. To instruct OJSC MMK’s individual executive body to sign the agreement on the merger of CJSC MMK-KAPITAL into OJSC MMK and take all the necessary steps pertaining to the above merger.

Voting options	FOR	AGAINST	ABSTAINED
Number of votes given			
Notes			

Signature of the Shareholder (Shareholder's representative) _____ (_____)
print full name

Please study the procedure for completion of the ballot before you choose your voting option:

*The total number of votes in the ballot is equal to the number of voting shares which you own for voting purposes.
 Voting is done by crossing out of the voting options which you do not choose. In order to choose one of the three voting options you should cross out two other options. The remaining (not crossed out) voting option will be deemed the voting option chosen by you. For example, for voting “FOR” on an item it is necessary to cross out fields «AGAINST» and «ABSTAINED» as follows:*



The voter is entitled to choose only one voting option on an item, except the cases when votes are given in accordance with the instructions of the persons who purchased the shares after the date of making the list of persons entitled to participate in the general shareholders’ meeting, or in accordance with the instructions of holders of depositary securities.

In cases when votes are given in accordance with the instructions of the persons who purchased the shares after the date of making the list of persons entitled to participate in the general shareholders’ meeting, or in accordance with the instructions of holders of depositary securities:

If in the voting ballot you leave more than one voting option for an item of the agenda, then in the fields reserved for marking the number of votes «Number of votes given» given for each voting option, there must be indicated the number of votes given for the respective voting option («FOR», «AGAINST», «ABSTAINED»), and it must be marked that votes are given in accordance with the instructions of the purchasers of the shares transferred after the date of making the list of persons entitled to participate in the general shareholders’ meeting, and/or in accordance with the instructions of holders of depositary securities. Such marking must be made in the field «Notes».

The voter acting under a power of attorney issued in respect of the shares transferred after the date of making the list of persons entitled to participate in a general shareholders’ meeting must indicate the number of votes given for the remaining voting option («FOR», «AGAINST», «ABSTAINED») in the field reserved for marking the number of votes «Number of votes given» which is situated opposite to the remaining voting option, and must mark that the votes are given under a power of attorney issued in respect of the shares transferred after the date of making the list of persons entitled to participate in a general shareholders’ meeting. Such marking must be made in the field «Notes».

If after the date of making the list of persons entitled to participate in a general shareholders’ meeting not all the shares are transferred, then the voter must indicate the number of votes given for the remaining voting option («FOR», «AGAINST», «ABSTAINED») in the field reserved for marking the number of votes «Number of votes given» which is situated opposite to the remaining voting option, and must mark that a part of the shares was transferred after the date of making the list of persons entitled to participate in a general shareholders’ meeting. Such marking must be made in the field «Notes». If in respect of the shares transferred after the date of making the list of persons entitled to participate in a general shareholders’ meeting the instructions are received from the purchasers of such shares which coincide with the remaining voting option, such votes will be summed up.

If voting is carried out under a power of attorney by sending a voting ballot to the Company, it is required to attach to the ballot the power of attorney for voting which must be duly executed in accordance with the requirements of items 4 and 5 of article 185 of the Civil Code of RF or notarized and must contain information on the represented person and the representative (name or designation, place of residence or location, passport details).